



Council of Governors

At 13:00 on Thursday 12th September 2019

At Sycamore House, Florence Nightingale Room

Networking Lunch for Governors will be provided from 12:00pm

Ref	Title of item	Format	Presented by	Time
Formal Business				
Committee Governance				
19/20/48	Welcome, apologies and quoracy	Verbal	Chair	13:00 (10 mins)
19/20/49	Declarations of interest			
19/20/50	Meeting Guidelines	Written		
19/20/51	Minutes of the previous meeting <ul style="list-style-type: none"> 15th July 2019 			
19/20/52	Matters arising & action points			
19/20/53	Business Cycle: 19/20 Business cycle			
Trust Updates				
19/20/54	Chairs Announcements	Verbal	Chair	13:10 (10 mins)
19/20/55	Chief Executive Announcements	Verbal	Chief Executive	13:20 (10 mins)
19/20/56	Lead Governor Update	Verbal	Lead Governor	13.30 (10 mins)
Reports from Council of Governors Sub-committees and feedback on governor activity				
19/20/57	Membership and Development Sub-Committee <i>(No meeting held since the last CoG - next meeting 24th September 2019)</i>	Verbal	David Bull Committee Chair	13:40 (5 mins)
19/20/58	Scrutiny Sub-Committee <i>(No meeting held since the last CoG - next meeting 9th October 2019)</i>	Verbal	Brian Crouch / Graham Pollard Joint Committee Chairs	13:45 (5 mins)
19/20/59	Remuneration and Nominations Committee Meeting Minutes – 14 th May	Written	Sub Committee Chair	13:50 (10 mins)
19/20/60	Governor Shared Learning <ul style="list-style-type: none"> Training / Governor Forums 	Verbal	All	14:00 (10 mins)

Ref	Title of item	Format	Presented by	Time
Items for Discussion and Approval				
19/20/61	Chair Remuneration	Written	Lead Governor	14:10 (10 mins)
19/20/62	NED Remuneration	Written	Chair / Lead Governor	14:20 (10 mins)
19/20/63	Annual Governor Election - Outcome	Written	Louise Brereton Head of Corporate Affairs	14:30 (10 mins)
19/20/64	Governors Question Time	Verbal	All	14:40 (10 mins)
Closing Business				
19/20/65	Any other business	Verbal	Chair/ All	14:50 (5 mins)
19/20/66	Review risk impact of items discussed			
19/20/67	Evaluate the effectiveness of the last meeting			
19/20/68	Review the effectiveness of today's meeting https://www.smartsurvey.co.uk/s/CWPmeetingsurvey/			
Break 14:55 – 15:15 (20 mins) – room change around				
Governor Chosen Topic				
19/20/69	Governor Chosen Topic : QI Strategy / Implementation Update	Verbal / Presentation	Dan Allmark / David Wood	15:15 (45 mins)
CLOSE 16:00pm				
Date, time and venue of the next meeting: Thursday 21st November 2019 – Sycamore house, 1pm				

Version No	1	Date issued	
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[Quality Improvement Hub](#)



Meeting Attendees' Guidance, January 2016

Under the direction and guidance of the Chair, all members are responsible for ensuring that the meeting achieves its duties and runs effectively and smoothly.

Before the meeting

- Prepare for the meeting in good time by reviewing all reports (the amount of time allocated for each agenda item can be used to guide your preparation);
- Submit any reports scheduled for consideration at least 10 days before the meeting to the meeting administrator (using the standard report template);
- Ensure your apologies are sent if you are unable to attend and *arrange for a suitable deputy to attend in your absence.

*some members may send a nominated representative who is sufficiently senior and has the authority to make decisions. Refer to the terms of reference for the meeting to check whether or not this is allowable.

At the meeting

- Arrive on time;
- Switch off mobile phone / blackberry;
- Focus on the meeting at hand and not the next activity or on your emails;
- Actively and constructively participate in the discussions;
- Think about what you want to say before you speak; explain your ideas clearly and concisely and summarise if necessary;
- Make sure your contributions are relevant and help move the meeting forward;
- Respect the contributions of other members of the group and do not speak across others;
- Ensure you understand the decisions, actions, ideas and issues agreed and to whom responsibility for them is allocated;
- Do not use the meeting to highlight issues that are not on the agenda;
- Re-group promptly after any breaks;
- Take account of the Chair's health, safety and fire announcements (fire exits, fire alarm testing, etc).

Attendance

- Members are expected to attend all meetings and at least 50% of all meetings held each year.

After the meeting

- Follow up on actions;
- Inform colleagues appropriately of the issues discussed.

Standards

- All documentation will be prepared using the standard Trust templates. A named person will oversee the administrative arrangements for each meeting;
- Agenda and reports will be issued 7 days before the meeting;
- An action schedule will be prepared and circulated to all members 2 days after the meeting;
- The minutes will be available at the next meeting.

Also under the guidance of the Chair, members are also responsible for the meeting's compliance with relevant legislation and Trust policies, up-to-date versions of which are available on the Trust's website, via the governance team or the Company Secretary.

Minutes of Council of Governors Meeting

At 1:00pm on Monday 15th July 2019

At Sycamore House, Ellesmere Port



Present	<p>Mike Maier, Chairman (Chair) Sheena Cumiskey, Chief Executive Brian Crouch, Service User Carer Governor (Lead Governor) Anne Farrell, Public Governor David Bull, Service User Carer Governor Gordon Cairns, Service User Carer Governor Graham Pollard, Partnership Governor Keith Millar, Service User Carer Governor Nigel Richardson, Public Governor Phil Billington, Service User Carer Governor Phil Gilchrist, Partnership Governor Phil Jarrold, Service User Carer Governor Philip Mook, Staff Governor Richard Agar, Public Governor Sean Boyle, Partnership Governor Deepak Agnihotri, Staff Governor Jill Doble, Staff Governor Pam Smith, Appointed Governor Rob Walker, Public Governor Ken Edwards, Staff Governor</p>
In attendance	<p>Suzanne Edwards, Acting Director of Operations Louise Brereton, Head of Corporate Affairs Rebecca Burke-Sharple, Non-Executive Director Andrea Campbell, Non-Executive Director Melysa Border, Corporate Governance Administrator (minute taker) Anushta Sivananthan, Joint Medical Director Mike Lloyd, Senior Finance Controller (for item 39) Rob Jones, KPMG (item 39) Alison Lee, Chief Executive of ICP (item 33) Lucy Crumplin, Non-Executive Director</p> <p>Phil Hough, Member of the Public Simon Hough, Member of the Public</p>
Apologies	<p>Avril Devaney, Director of Nursing Therapies & Patient Partnership Edward Jenner, Non-Executive Director Arlo King, Service User Carer Governor Dr James O'Connor, Non-Executive Director Carol Gahan, Partnership Governor Ferguson McQuarrie, Service User Carer Governor Helen Nellist, Public Governor Liz Wardlaw, Partnership Governor Peter Ashley-Mudie, Service User Carer Governor Elizabeth Bott, Public Governor Faouzi Alam, Joint Medical Director Iain Steward, Partnership Governor Jackie McGhee, Service User Carer Governor David Harris, Director of People and OD Derek Bosomworth, Public Governor</p>

Ref	Title of item	Action
Meeting governance		
19/20/24	<p>Welcome, apologies and quoracy The Chair welcomed all to the meeting and advised that the meeting was quorate. Apologies were noted as above.</p>	
19/20/25	<p>Declarations of interest None was declared.</p>	
19/20/26	<p>Meeting Guidelines The meeting guidelines were noted.</p>	
19/20/27	<p>Minutes of the previous meeting The minutes of the meeting held on the 18th April 2019 were reviewed and agreed as an accurate record.</p>	
19/20/28	<p>Matters arising & action points The action points were reviewed. Action 18/19/48 remains open.</p>	
19/20/29	<p>Business Cycle: 19/20 Business cycle The business cycle for 2019/20 was noted.</p>	
Trust Updates		
19/20/30	<p>Chairs Announcements</p> <p>The Chairman announced the following:</p> <p>Changes to ECT services As of Monday 5 August all Electro-convulsive Therapy (ECT) services will be provided at Bowmere Hospital site in Cheshire.</p> <p>Parliamentary Awards 2019 Wednesday 10 July was the regional NHS Parliamentary Awards; Congratulations were extended to cwp north west regional winners: director of operations, Andy Styring, Next Step Cards and clinical support worker, Stephanie John.</p> <p>Outstanding celebration at CWP Recognition Awards Recognition Awards was recently held at Ellesmere Civic Hall. The evening was a great opportunity to reflect on some of the achievements from the past year.</p> <p>Chair and Chief Executive of the NMC visit CWP CWP recently welcomed Philip Graf, Chair of the NMC, and Andrea Sutcliffe, Chief Executive and Registrar of the NMC, to listen to our nurse's talk about their experiences in delivering care, in a variety of nursing roles in a range of settings. We also heard from those who receive care and our partners to drive high standards.</p> <p>A celebration of PRIDE Pride celebration event took place recently at Delamere Resource Centre. The day was a wonderful example of the trust's commitment to equality, diversity and inclusivity The Chester event will take place at Redesmere on Friday 26 July at 12pm.</p>	

Ref	Title of item	Action
	<p>BAME Staff Network Meeting Philip Makin is leading on a BAME staff network meeting which is being held on Friday 19 July 2019 at 10:30 am - Sycamore House, Ellesmere Port.</p> <p>Save the Date: Person-Centred event and farewell to Avril Devaney Avril Devaney will be retiring after 17 years as our Director of Nursing, Therapies and Patient Partnerships. Avril will be saying farewell at our person-centred event on 6 September, which will be held at Sycamore House.</p> <p>Non-Executive Director - Farewell As you are aware Lucy Crumplin will soon complete her second term as Non-Executive Director. Thanks and appreciation were extended to Lucy for all the hard work and contributions over the past 6 years.</p>	
19/20/31	<p>Chief Executive Announcements</p> <p>S Cumiskey updated on the following:</p> <p>Further to the Chairman's update regarding A Devaney, G Flockhart has been appointed to the role of Director of Nursing, Therapies and Patient Partnerships and will formally start at the beginning of August. Avril will leave the Trust on 7th September 2019.</p> <p>A Styring is currently on long term sick leave, S Edwards is acting Deputy Director of Operations until A Styring returns.</p>	
	<p>Reports from Council of Governors Sub-committees and feedback on governor activity</p>	
19/20/32	<p>Lead Governor Update</p> <p>B Crouch, Lead Governor provided an updated on the following:</p> <p>Attendance to the Governor Forums has been poor. A plea was extended to all governors to attend the forums as they are an excellent opportunity to meet with Care group leads and find out / ask questions about the services. The dates for the governor forums were shared with the Council and can also be found on the governor website.</p> <p>It was suggested that members of the Council are contacted via email prior to the Forum date and agenda items requested. L Brereton Head of Corporate Affairs agreed this.</p> <p>Action: The Council are contacted via email prior to the Forum date and agenda items requested.</p> <p>B Crouch requested that D Bull, Membership Sub Committee Chair would like a slot on the agenda at the next Council of Governors meeting to talk about CWP Membership. The Council agreed.</p> <p>B Crouch notified the council the Governor Elections have started and nominations will close on 19th July, a plea to governors wishing to restand to complete the nomination forms before the 19th.</p>	<p>Corporate Affairs Team</p>
19/20/33	<p>Governor Chosen Topic: Development of Integrated Care Partnerships (ICP) – Presentation.</p> <p>S Cumiskey introduced Alison Lee who provided a presentation to</p>	

Ref	Title of item	Action
	<p>the Council on Integrated Care Partnerships, with a focus on West Cheshire. The presentation provided an overview of what ICP is and why it is important to the population.</p> <p>A Lee explained to the Council that the West Cheshire Integrated Care Programme (ICP) is made up of 6 partners who all aim to bring together the different organisations and services to provide co-ordinated care, to ensure patients and carer experiences are as joined up as possible and to enable teams to work together effectively and efficiently with the same shared goals. The demand for services is increasing and without change there will not be enough money to maintain quality and standards of health and care. The vision is that people will live long healthy lives at home, people will be at the centre of all decisions and receive support to the highest standards of quality and safety,</p> <p>A Lee advised the three priorities currently being focused on are, what people need, what people want and what people get, explaining that the programmes are clinically sponsored and have senior leads and involve representatives from all partner organisations and other stakeholders.</p> <p>The Council of Governors held a discussion around ICP and how they felt it would be integrated in to the community benefiting the population within Cheshire West.</p> <p>The Council thanked A Lee and noted the presentation.</p>	
19/20/34	<p>Membership and Development Sub-Committee –25 June 2019</p> <p>D Bull, Chair of the Membership & Development Committee provided a summary of the last meeting:</p> <ul style="list-style-type: none"> • There are a number of vacancies in membership for the subcommittee; governors were invited to express an interest to join the committee. • Governors were reminded to use the governor website to feedback information and use as a source of engagement. • The subcommittee felt that attendance of a non-executive director would be helpful and this is being looked in to as an action from the subcommittee. <p>The Council of Governors noted the minutes.</p>	
19/20/35	<p>Scrutiny Sub-Committee – 12 June 2019</p> <p>B Crouch, Chair of Scrutiny Sub Committee provided a summary of the last meeting:</p> <ul style="list-style-type: none"> • K Baxter and K Evans provided the subcommittee with a presentation on the QI Strategy • A Jones provided the subcommittee with a presentation on Incidents and regulation 28. • The Subcommittee were informed that the Infection, Prevention and Control Sub Committee has escalated to the Quality Committee that the uptake of influenza vaccines for 2018/19 was 15% short of the 75% target and planning has 	

Ref	Title of item	Action
	<p>commenced for 2019/20.</p> <p>R Burke-Sharples gave assurance that in 2018/19 the trust did a lot to encourage staff to take up the flu vaccine, including pop up clinics, and making it more readily available for staff to have vaccines.</p> <p>The Council held a discussion as to why the target was 15% short and how the Trust can encourage staff further, particularly the staff governors</p> <p>The Council of Governors noted the minutes.</p>	
19/20/36	<p>Remuneration and Nominations Committee Meeting Minutes – 30 April 2019</p> <p>L Brereton asked the council to note the minutes of the last Remuneration and Nominations committee and advised as mentioned at the previous meeting, there were a number of vacancies within the membership for the committee. It was asked for the council to formally agree two new members on the committee who are A Farrell and H Nellist, the council agreed.</p> <p>The Council of Governors noted the minutes and approved the membership of the Committee.</p>	
19/20/37	<p>Governor Shared Learning</p> <p>D Bull, briefed the council on the recent NHS providers Membership and Engagement course he attended in Leeds. He advised there were 20 governors from other trusts in attendance, the quality of the course was excellent and felt it was worth attending. Presentation slides will be published on the governor website.</p> <p>K Millar, provided an overview of a recent North West Governor Forum he attended in Manchester. He advised it was well represented by other governors and the course content was excellent. Presentation slides will be published on the governor website.</p> <p>Governors were advised that further information on these courses could be sought directly from D Bull or K Millar.</p>	
Items for Discussion and Approval		
19/20/38	<p>NED Appointments</p> <p>R Burke-Sharples, Senior Independent Director introduced the item and reminded the council that the nomination and remuneration committee met in April and May 2019 to consider the position and the appointment process. Gatenby Sanderson were appointed as search advisor to the process.</p> <p>Six candidates were shortlisted and attended interviews on 7 June 2019. The interview process consisted of candidates individually participating in a stakeholder group discussion session on the Trust's values. Stakeholders on the group included governors, involvement representatives, staff and Board representatives and offered the opportunity for the process to test the candidate's appreciation and alignment to the Trust values. Following the stakeholder discussion groups, candidates each attended a formal interview panel involving Governors from the Nominations and</p>	

Ref	Title of item	Action
	<p>Remuneration Committee, the Chairman and an Independent Chair from another Trust. The interviews were observed by the Chief Executive and the search advisor.</p> <p>Following this, the successful candidates agreed by the Nomination and Remuneration Committee to be recommended to the Council of Governors for approval were Paul Bowen and Anne Boyd.</p> <p>Subject to the approval of the Council of Governors both would be appointed for a three year term to commence formally in August / September 2019.</p> <p>The full Council of Governors agreed Paul Bowen and Anne Boyd as Non-Executive Directors to the CWP Board of Directors, each for a three year term of office.</p> <p>Aside from the recruitment the council were advised a third candidate Helen Betts would be joining the Insight Programme hosted by gatenby sanderson whereby Helen will be part of a mentored development role for 6-12 months which will help bridge the gap within her career and help her to apply for future Non-Executive Director positions. The Council were in agreement with this also. Governors were also advised that the Trust wishes to explore the possibility of appointing associate Non-Executive Directors as a further means of attracting a broader range of people to the Board to increase diversity and ensure that it fully represents the communities served.</p>	
19/20/39	<p>Annual Report and Accounts and Quality Accounts 2018/19</p> <p>L Brereton advised the council that in line with the Trust constitution, the Annual Report, Accounts and the report of the Auditor must be submitted to the Council of Governors. This report outlines the approval process for the document and highlights some of the main points.</p> <p>The Trust's external auditor (KPMG LLP) issued the following opinions to the Trust following the 2018/19 external audit:</p> <ul style="list-style-type: none"> • For the Financial statements and Use of Resources audit, clean, unqualified opinions have been issued. • For the Quality Account, clean opinions have been issued for the audit of content and indicators. <p>An infographic summary of the Annual Report, Accounts and Quality Account 2018/19 is currently in development and will be available at the Annual Members Meeting on 3rd October 2019</p> <p>A presentation was given from Rob Jones from external auditors KPMG. R Jones advised areas for consideration 2018/19 were financial statements, use of resources and quality report.</p> <p>KPMG found a clean opinion was issued regarding the financial statement audit. Whereas the value for money element of the audit was found to be unqualified VFM opinion issued. This has three key risks identified at planning:</p> <ul style="list-style-type: none"> • Financial resilience: contracts, CIP, recovery • CQC compliance 	

Ref	Title of item	Action
	<ul style="list-style-type: none"> Care group governance <p>The Quality Report achieved limited assurance opinion on content and compliance. Clean opinion achieved on one mandated indicator, adverse opinion on the other mandated indicator, no opinion required on local indicator. However it was concluded that KMPG would not be able to provide an opinion on this in future years without improvements to data quality controls.</p> <p>R Jones advised whilst they will not be the auditors for 2019/20, they will have a smooth hand over with new auditors Grant Thornton.</p> <p>The Council noted the Annual Report, Accounts and Quality Report and thanked R Jones for the presentation.</p>	
19/20/40	<p>East Cheshire Redesign</p> <p>S Edwards provided the Council of Governors with a reminder of the key elements of the East redesign and gave the following update</p> <ul style="list-style-type: none"> Electro-convulsive therapy (ECT) capacity and demand modelling has been undertaken to determine the number of sessions required and to informed the new staffing model for the centralised service. The rehabilitation service previously provided at Lime Walk House in Macclesfield has now been relocated to Bowmere Hospital. A MOC process for staff to deliver the enhanced 24/7 Home Treatment Team has also been confirmed, including pharmacy and consultant support. Transition planning has been completed at a high level; with individual staff level transitions now being developed. CMHT- The staffing structure has been confirmed for the enhanced teams. Detailed plans for efficiency analysis, estates development, clinical/administrative systems review, education, training and cultural development are in progress to underpin the transformation of the service. <p>The Council of Governors noted the report.</p>	
19/20/41	<p>Annual Election planning</p> <p>L Brereton provided an update to the Council of Governors on the current election process for 2019. This year's election is an important election as it could possibly see the largest change to the Service User / Carer and Staff governor constituencies for some years.</p> <p>The following seats form part of the 2019 election process:-</p> <ul style="list-style-type: none"> - x7 Service User/Carer Seats - x6 Staff Governor Seats <p>Nominations opened on Friday 21st June and will run until Friday 19th July 2019. All current Governors whose tenure is due to end this year have been individually contacted and sent the necessary information to request nomination forms. The Membership and</p>	

Ref	Title of item	Action
	<p>Development Sub Committee have been kept informed of progress and asked to support the campaign raising awareness at external forums. The council was asked to promote the elections as much as possible.</p> <p>The Council of Governors noted the report.</p>	
19/20/42	<p>Governor Register of Interest</p> <p>L Brereton provided an update to the Council of Governors around Register of Interests.</p> <p>Governors were informed that the Trust is required to manage conflicts of interests appropriately and on an annual basis to ensure that our Register of Interests is accurate and up to date.</p> <p>The Council of Governors noted the register.</p>	
19/20/43	<p>Governors Question Time</p> <p>Question 1. (Ken Edwards) In February 2019 saw the publication of the Health Education England NHS Staff and Learners Mental Wellbeing Commission report which aims 'to create a modern working culture where all staff feel supported and respected for the valuable work they do'.</p> <p>The Commission Chair Sir Keith Pearson states that the Plan is to build an NHS where 'the values we seek to achieve for our patients - kindness, compassion, and professionalism - are the same values we demonstrate towards one another.' The Commission findings are centred upon 12 key themes how are these key themes going to be effectively and meaningfully implemented, monitored and reported by CWP?</p> <p>Answer This has been discussed at the Workforce Wellbeing Group in May 2019. These papers were also referenced within a report presented to Board soon after its publication; and the recommendation agreed was to fully review this document and action, as appropriate. The Core Standards in the Thriving at Work review have been used to form an action plan for our Commissioners as part of a Service Development Improvement Plan.</p> <p>One of the actions in this is for the recommendations in the HEE document to be reviewed by the Heads of OD, Education and Workforce Wellbeing, as the recommendations fall into 3 categories: Culture, Development and Wellbeing. In addition to this, they are in the process of being captured in the review of the People and OD Strategy; a review that has involved input from the Board, Care Groups, Clinical Support Services, all services within POD and Staff side colleagues. Given that the themes will be implemented across the Trust via this strategy, the monitoring and reporting governance will be via the Workforce Wellbeing Group through to POD Sub-committee, Operational Committee and then to Board.</p> <p>Question 2. (Rob Walker) How much does Social Media twittering interfere with face-to-face interaction with people who use services? How do you quantify its effectiveness in terms of patient outcomes? And How does your communication team report untoward incidents to the public?</p>	

Ref	Title of item	Action
	<p><u>Answer</u> Social media is used at CWP as part of a much wider communications and engagement strategy. Social media is used by 95% of 16-34 year olds - and 60% of adults as a whole. So having a positive social media presence that shares information about how to access CWP services, raises awareness of what it's like to work at cwp to aid recruitment, celebrates staff achievements and shares good practice with other NHS and wider public sector colleagues are all important areas.</p> <p>In terms of measuring outcomes, social media can support a positive patient experience if it aids people's awareness of services. However this is not the primary way CWP aims to reach out to service users and the wider public. We do this both within services and the community, as well as via the work of the PACE team; with our PALS service, volunteers and the contribution of people with lived experience. A lot of this activity is face to face and includes sharing both positive and negative experiences of services, as part of our efforts to understand how we can continually improve and do things differently and better. Issues relating to the care of individual service users (untoward incidents etc.) are quite rightly resolved with the individual and their family directly, rather than via public media platforms.</p> <p>We share our over-arching quality improvement plans via our Quality Account at public forums, including the local authority health scrutiny committees. This covers a range of information including learning identified both at local and national level.</p>	
	Closing Business	
19/20/44	Any other business None	
19/20/45	Review risk impact of items discussed None	
19/20/46	Evaluation of meeting effectiveness Effective	
CLOSE		
Date, time and venue of the next meeting:		
Thursday 12th September 2019 - Sycamore house, 1pm		

**Cheshire and Wirral Partnership NHS Foundation Trust
Open Actions Action Schedule**

Meeting date	Group/ Ref	Action	Update	By Whom	By when	Status
14/09/2018	18/19/48	IT training for Governors Brian Crouch asked if this is something that could be made available to Governors. Corporate Affairs team to make enquiries.	CWP Education have scheduled a session for 24th October. Corporate Affairs will be in touch with a programme of the day	Corporate Affairs	29/11/2018	Propose Close

**Council of Governors
Business Cycle 2019/ 20**

Item	Lead	Scope	Apr	Jul	Sep	Nov	Jan
Announcements: Chair / Chief Executive / Lead Governor	Chair Chief Executive Lead Governor	To update the CoG on any issues or developments affecting the Trust	✓	✓	✓	✓	✓
2019/20 Business Cycle	Chair	To Note	✓	✓	✓	✓	✓
Action Schedule	Chair	To provide updates in respect of actions not elsewhere on the agenda, to ensure progress.	✓	✓	✓	✓	✓
Receive CoG Annual Report 2019	Head of Corporate Affairs	To review the work of council, the business cycle, the effectiveness of meetings and Governors attendance at meetings.				✓	
Receive minutes of the Scrutiny subcommittee	Chair of subcommittee	To review the work of the committee and for matters to be escalated to CoG as appropriate.	✓	✓	✓	✓	✓
Receive minutes of the Membership and Development subcommittee	Chair of subcommittee	To review the work of the committee and for matters to be escalated to CoG as appropriate.	✓	✓	✓	✓	✓
Receive minutes of the Nominations and Remuneration Committee	Chair	To review the work of the committee and for matters to be escalated to CoG as appropriate.	✓	✓	✓	✓	✓
Board of Director to Council of Governor meeting	Chair	To be held annually.	✓			✓	
Governor Q&A sessions	Chair	Opportunity for Governors to feedback to the full Council and to present questions or make comment.	✓	✓	✓	✓	✓
Operational Plan 2019-2020 submission	Director of Finance	For Governors to have an overview and an opportunity to influence		✓			

Item	Lead	Scope	Apr	Jul	Sep	Nov	Jan
		<i>the Trust plans.</i>					
CWP forward view planning	Director of Finance	<i>For Governors to have an overview and an opportunity to influence the Trust plans.</i>	✓	✓	✓	✓	✓
Receive the Trust's Annual Accounts and Auditor reports on them and the Annual Report 18/19	Director of Finance / Trust External Auditors	<i>For the Governors to formally receive the Trust Annual Report and Accounts.</i>		✓			
Draft Quality Accounts 18/19 for year and agree locally selected indicator	Medical Director / Trust External Auditors	<i>For the Governors to formally receive the Trust Quality Account.</i>	✓ Indicator	✓ Quality Accounts			
Review and approval of Council policies as per review cycle	Head of Corporate Affairs	<i>To ensure regular review and approval of policies.</i>	✓	✓	✓	✓	✓
Review Foundation Trust Constitution	Head of Corporate Affairs	<i>To ensure regular review and approval of the Trust Constitution.</i>		✓	✓		
Review of Register of Conflicts of interest for Governors	Head of Corporate Affairs	<i>To note current register and review as appropriate</i>		✓			
Annual Senior Independent Director Led Meeting and plans for Chair's appraisal	Senior Independent Director	<i>To provide an overview to the Governors and an opportunity to influence.</i>				✓	
Appointment of Non-Executive Director	Chair / Nomination and Remuneration Committee Members	<i>To provide feedback to the CoG and seek approval of appointments.</i>					
Annual Election Planning	Membership and Development Sub-Committee / Head of Corporate Affairs	<i>To ensure involvement of Governors in the election process.</i>	✓	✓			
Annual review of the Membership (involvement) Strategy	Membership and Development Sub-Committee / Associate Director: Patient Experience	<i>An opportunity to influence Trust plans.</i>		✓	✓		

Nominations and Remuneration Committee Of the Council of Governors



**At 2.30pm on 14th May 2019
At Boardroom, Redesmere**

Present	Mike Maier Brian Crouch Richard Agar Ken Edwards Sean Boyle Phil Gilchrist	Chairman Lead Governor (<i>by telephone</i>) Public Governor, Wirral Staff Governor Partnership Governor, Staffside Partnership Governor, Wirral Council
In attendance	Louise Brereton Sheena Cumiskey Helen Nellist Emma Pickup Michelle Shirley	Head of Corporate Affairs Chief Executive Public Governor, West Cheshire Gatenby Sanderson Gatenby Sanderson
Apologies	Anne Farrell	Public Governor, Wirral Council

Ref	Title of item	Action
Part 1: ASSURANCE		
Meeting governance		
19/20/13	<p>Welcome, apologies and quoracy</p> <p>The Chairman opened the meeting and welcomed all present. Apologies were noted from Anne Farrell. A welcome was extended to Helen Nellist observing the meeting and Emma Pickup and Michelle Shirley from Gatenby Sanderson.</p> <p>The meeting was quorate.</p>	
19/20/14	<p>Declarations of interest</p> <p>There were no declarations of interest.</p>	
19/20/15	<p>Meeting Guidelines</p> <p>These were noted.</p>	
19/20/16	<p>Minutes of the previous meeting held 30 April 2019</p> <p>The minutes were reviewed. There were no revisions required. The minutes of the meeting held 30 April 2019 were agreed as a correct record.</p>	
19/20/17	<p>Matters arising and action points</p> <p>There were no actions or matters arising</p>	

Ref	Title of item	Action
19/20/18	<p>2019/20 Business Cycle</p> <p>The business cycle is was presented and discussed.</p>	
19/20/19	<p>Non-Executive Director recruitment</p> <p>Mike Maier introduced the item and reminded Committee members of the process to date. Emma Pickup advised that all the candidates selected for the long-list had attended a preliminary interview. Candidates had then been catergorised as recommended for interview, marginal or not recommended.</p> <p>The Committee agreed to review each individual in turn, beginning with those recommended for interview.</p> <p>A discussion followed on each candidate. Of the five candidates recommended for interview, all five were selected for final interview.</p> <p>The candidates in the 'marginal category' were reviewed. Of the three candidates, one was selected for final interview.</p> <p>No candidates from the 'not recommended' category were selected. Six candidates were therefore agreed for interview for the two NED positions.</p> <p>(Phil Gilchrist left the meeting)</p> <p>The Nominations and Remuneration Committee noted the report and recommended six candidates for final interview.</p>	
19/20/20	<p>Plans for Non-Executive Director interview day</p> <p>Consideration was given to the plans for the interview day planned for 7 June. Governors requested that an individual values assessment with stakeholders be held with each candidate, rather than observing all candidates in the same group. A discussion followed regarding the importance of using this session to test the values of candidates and to understand their reasons for wanting to join CWP. It was agreed that the facilitator of the stakeholder group would join the formal panel at the end of each session to brief on the items to be probed in more depth at the formal interview.</p> <p>Committee Governors were asked to consider their preference to participate in the formal panel or the stakeholder group.</p> <p>Louise Brereton agreed to circulate all the plans and timings for the interview day shortly.</p> <p>The Nominations and Remuneration Committee noted the update.</p>	
19/20/21	<p>Non-Executive Director remuneration</p> <p>The Chair requested that this item be deferred to the next meeting to allow the People and OD team additional time to propose the options.</p>	

Ref	Title of item	Action
19/20/22	Any other business No further items raised.	
19/20/23	Review risk impact of items discussed No emerging risks were identified	
19/20/24	Evaluation of meeting effectiveness All agreed the meeting had been effective.	
CLOSE [3.30pm]		
Date, time and venue of the next meeting: Tuesday 13 August, 2.30pm, Meeting Room 1, Ancora House		

STANDARDISED SBAR COMMUNICATION

REPORT DETAILS	
Report subject:	Chair Remuneration review
Agenda ref. number:	19.20.61
Report to (meeting):	Council of Governors
Action required:	Discussion and Approval
Date of meeting:	12/09/2019
Presented by:	Brian Crouch, Lead Governor

Which strategic objectives this report provides information about:	
Deliver high quality, integrated and innovative services that improve outcomes	No
Ensure meaningful involvement of service users, carers, staff and the wider community	No
Be a model employer and have a caring, competent and motivated workforce	Yes
Maintain and develop robust partnerships with existing and potential new stakeholders	No
Improve quality of information to improve service delivery, evaluation and planning	No
Sustain financial viability and deliver value for money	Yes
Be recognised as an open, progressive organisation that is about care, well-being and partnership	Yes

Which NHSI Single Oversight Framework themes this report reflects:		CWP Quality Framework:		
Quality	No	Patient Safety	Safe	No
Finance and use of resources	Yes	Clinical Effectiveness	Effective	No
Operational performance	No		Affordable	No
Strategic change	No		Sustainable	No
Leadership and improvement capability	Yes	Patient Experience	Acceptable	No
			Accessible	No
http://www.cwp.nhs.uk/media/4142/quality-improvement-strategy-2018.pdf				

Does this report provide any information to update any current strategic risks? If so, which?	
Contact the corporate affairs teams for the most current strategic risk register.	No

Does this report indicate any new strategic risks? If so, describe and indicate risk score:	
See current integrated governance strategy: CWP policies – policy code FR1	No

REPORT BRIEFING

Situation – a concise statement of the purpose of this report
<p>The purpose of this report is to recommend to the Council of Governors, the preferred option for Chair's remuneration, the options for which were considered by the Nominations and Remuneration Committee of the Council of Governors at their meeting on 13 August 2019.</p> <p>Ensuring appropriate levels of Chair remuneration is important to ensure the existing Chair is appropriately remunerated for their role and that it appropriately recognises the increasing scale of the Chair's role externally.</p>

Background – contextual and background information pertinent to the situation/ purpose of the report
<p>In accordance with the Code of Governance, the Council of Governors are responsible for agreeing remuneration of the Chair.</p> <p>In considering the current Chair remuneration, it should be noted that one per cent was awarded in 2017/18, but no uplift has been awarded since. These uplifts were made in line with the pay awards for staff on Agenda for Change (AfC) conditions of service. From April 2018, the Government agreed a three</p>

year pay award for AfC staff. The incremental uplifts are complicated, but equate to an average of 2.17% per year for three years for senior staff

Assessment – analysis and considerations of the options and risks

The Nominations and Remuneration Committee gave consideration to whether the current remuneration package for the Chair is commensurate with others in similar roles in other NHS Foundation trusts. Using the same benchmark information as for the NED remuneration review (i.e. NHS Providers benchmarking information for small, non-acute Foundation trusts (as defined by NHS I/E) based in the North of England and then only for 2017), the analysis reviewed shows that the Chair is paid less than his peers, both locally and nationally.

In 2017/18 our Chair (and NEDs) were awarded a one per cent uplift. This took the Chair's remuneration to £41,416, which was at the lowest end of the peer benchmark scale for Chairs in small, non-acute, Foundation trusts in the North of England in 2017 (£41,416 to £47,500 - average of £43,960).

Average remuneration for Chairs in medium sized, non-acute, Foundation trusts in the North West for 2018/19 is £46,115 and the national average for Chairs in all Foundation trusts in England in 2018/19, which is £47,804.

A range of options for the Chair's remuneration were considered by the Nominations and Remuneration Committee in recognition of the gap in remuneration levels and the increasing scale of the Chair's role, particularly in influencing local system transformation.

As such, it is proposed that the Chair's remuneration is uplifted to the peer average remuneration for 2017/18 plus 2.17% from 01/04/2018 to 31/03/2019 i.e. £44,914, then a 2.17% per annum uplift is awarded from 01/04/2019 to 31/03/2021, in line with that proposed for the Non-Executive Directors.

Recommendation – what action/ recommendation is needed, what needs to happen and by when?

The Nominations and Remuneration Committee recommend that the Council of Governors approve a pay uplift for the Chair, to the peer average remuneration for 2017/18 plus 2.17% from 01/04/2018 to 31/03/2019 to £44,914, then a 2.17% per annum uplift from 01/04/2019 to 31/03/2021.

Who has approved this report for receipt at the above meeting?

Contributing authors: Jane Woods, Deputy Director of People and OD (acting Director)

Distribution to other people/ groups/ meetings:

Version	Name/ group/ meeting	Date issued
1	Nominations and Remuneration Committee	13 August 2019

Appendices provided for reference and to give supporting/ contextual information:

Appendix No.

STANDARDISED SBAR COMMUNICATION

REPORT DETAILS	
Report subject:	Chair and Non-Executive Director Remuneration review
Agenda ref. number:	19.20.62
Report to (meeting):	Council of Governors
Action required:	Discussion and Approval
Date of meeting:	12/09/2019
Presented by:	Mike Maier, Chairman/ Brian Crouch, Lead Governor

Which strategic objectives this report provides information about:	
Deliver high quality, integrated and innovative services that improve outcomes	No
Ensure meaningful involvement of service users, carers, staff and the wider community	No
Be a model employer and have a caring, competent and motivated workforce	Yes
Maintain and develop robust partnerships with existing and potential new stakeholders	No
Improve quality of information to improve service delivery, evaluation and planning	No
Sustain financial viability and deliver value for money	Yes
Be recognised as an open, progressive organisation that is about care, well-being and partnership	Yes

Which NHSI Single Oversight Framework themes this report reflects:		CWP Quality Framework:		
Quality	No	Patient Safety	Safe	No
Finance and use of resources	Yes	Clinical Effectiveness	Effective	No
Operational performance	No		Affordable	No
Strategic change	No		Sustainable	No
Leadership and improvement capability	Yes	Patient Experience	Acceptable	No
			Accessible	No
http://www.cwp.nhs.uk/media/4142/quality-improvement-strategy-2018.pdf				

Does this report provide any information to update any current strategic risks? If so, which?	
Contact the corporate affairs teams for the most current strategic risk register.	No

Does this report indicate any new strategic risks? If so, describe and indicate risk score:	
See current integrated governance strategy: CWP policies – policy code FR1	No

REPORT BRIEFING

Situation – a concise statement of the purpose of this report
<p>The purpose of this report is to recommend to the Council of Governors, the preferred option for Non-Executive Director remuneration, the options for which were considered by the Nominations and Remuneration Committee of the Council of Governors at their meeting on 13 August 2019.</p> <p>Ensuring appropriate levels of NED remuneration is important to ensure existing NEDs are appropriately remunerated for their role and to ensure that Cheshire and Wirral Partnership continues to be able to attract and retain high-calibre NEDs when vacancies arise.</p>

Background – contextual and background information pertinent to the situation/ purpose of the report
<p>In accordance with the Code of Governance, the Council of Governors are responsible for agreeing Non-Executive Director remuneration.</p> <p>In considering current NED remuneration levels it should be noted that a 1% uplift was awarded in 2017/18, but no uplift has been awarded since. These uplifts were made in line with the pay awards for staff on Agenda for Change (AfC) conditions of service. From April 2018, the Government agreed a three</p>

year pay award for AfC staff. The incremental uplifts are complicated, but equate to an average of 2.17% per year for three years for senior staff

Assessment – analysis and considerations of the options and risks

The Nominations and Remuneration Committee gave consideration to whether the current remuneration packages for Non-Executive Directors (NEDs) are commensurate with others in similar roles in other NHS Foundation trusts. In the absence of specific frameworks for NED remuneration, benchmark data available via NHS Providers (NHSP) was used for comparison purposes. The data was based on other small, non-acute Foundation trusts (as defined by NHS I/E) based in the North of England for 2017. This analysis reviewed shows that the CWP NED remuneration levels are broadly commensurate with equivalent appointments.

In 2017/18 NEDs were awarded a one per cent uplift with remuneration becoming £12,425, which sat just above the peer benchmark lower range (£12,345 to £14,000 - average of £12,849, with appropriate allowances for roles such as Chair of Audit Committee).

In line with the 2018/29 Agenda for Change pay award for NHS staff, it is proposed that NED remuneration is also uplifted by 2.17%, increasing the NED remuneration package increase to £12,695 which sits between the national and peer average ranges (£11,350 and £12,849) for 2017/18. It is proposed that this is backdated to April 2018 in recognition of the lack of uplift awarded in 2017/18.

Recommendation – what action/ recommendation is needed, what needs to happen and by when?

The Nominations and Remuneration Committee recommend that the Council of Governors approve a pay uplift of 2.17% per annum from 01/04/2018 to 31/03/2021 for all NEDs.

Who has approved this report for receipt at the above meeting?

Contributing authors: Jane Woods, Deputy Director of People and OD

Distribution to other people/ groups/ meetings:

Version	Name/ group/ meeting	Date issued
1	Nominations and Remuneration Committee	13August 2019

Appendices provided for reference and to give supporting/ contextual information:

Appendix No.

STANDARDISED REPORT COMMUNICATION

REPORT DETAILS

Report subject:	Governor Elections – Summer 2019
Agenda ref. no:	19.20.64
Report to (meeting):	Council of Governors
Action required:	Information and noting
Date of meeting:	12/09/2019
Presented by:	Louise Brereton, Head of Corporate Affairs

Which strategic objectives this report provides information about:	
Deliver high quality, integrated and innovative services that improve outcomes	Yes
Ensure meaningful involvement of service users, carers, staff and the wider community	Yes
Be a model employer and have a caring, competent and motivated workforce	Yes
Maintain and develop robust partnerships with existing and potential new stakeholders	Yes
Improve quality of information to improve service delivery, evaluation and planning	Yes
Sustain financial viability and deliver value for money	Yes
Be recognised as an open, progressive organisation that is about care, well-being and partnership	Yes
Which CQC quality of service domains this report reflects:	
Safe services	Yes
Effective services	Yes
Caring services	Yes
Services that are responsive to people's needs	Yes
Well-led services	Yes
Which Monitor quality governance framework/ well-led domains this report reflects:	
Strategy	Yes
Capability and culture	Yes
Process and structures	Yes
Measurement	Yes
Does this report provide any information to update any current strategic risks? If so, which?	
See current risk register in the agenda of the public meeting of the Board of Directors at http://www.cwp.nhs.uk/about-us/board-members/our-board-meetings	No
N/A	
Does this report indicate any new strategic risks? If so, describe and indicate risk score:	
See current integrated governance strategy. CWP policies – policy code FR1	No
N/A	

REPORT BRIEFING

Situation – a concise statement of the purpose of this report
The purpose of the report is to provide an up-date to the Council of Governors in respect of the recent Governor Election Process.

Background – contextual and background information pertinent to the situation/ purpose of the report

Governor elections are held annually to ensure a full complement of Governors for our Council. This year, we had a total of 13 seats available as part of the election process. These were as follows:-

- x7 - Service User / Carer Seats
- x6 - Staff Governor Seats

The election commenced on the 21st June 2019, as per the full timetable below.

ELECTION STAGE

Notice of Election / nomination open	Friday, 21 Jun 2019
Nominations deadline	Friday, 19 Jul 2019
Summary of valid nominated candidates published	Monday, 22 Jul 2019
Final date for candidate withdrawal	Wednesday, 24 Jul 2019
Electoral data to be provided by Trust	Monday, 29 Jul 2019
Notice of Poll published	Friday, 9 Aug 2019
Voting packs despatched	Monday, 12 Aug 2019
Close of election	Thursday, 5 Sep 2019
Declaration of results	Friday, 6 Sep 2019

Assessment – analysis and considerations of options and risks

Seven candidates applied for the seven available service user carer seats. Two candidates applied to the available staff – nursing constituency and one candidate applied to the staff – therapies constituency. Therefore, the results were uncontested.

This leaves three staff vacancies (x1 therapies, x1 medical, x1 clinical psychology).

The medical and clinical psychology posts have been vacant for some time now (since 2017). The Council are, therefore, asked to consider these positions as part of the wider Constitution Review.

Further to this election, we say farewell to the following Governors, who will complete their current term of office at the end of this year's Annual Members Meeting:-

- Michael Brassington
- Arlo King
- Keith Millar
- Jill Doble

We thank them all for their time and commitment to the Trust and wish them well for the future.

Recommendation – what action/ recommendation is needed, what needs to happen and by when?

The Council are asked to note the report.

Who/ which group has approved this report for receipt at the above meeting?		Head of Corporate Affairs
Contributing authors:		Suzanne Christopher
Distribution to other people/ groups/ meetings:		
Version	Name/ group/ meeting	Date issued
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Appendices provided for reference and to give supporting/ contextual information:	
Appendix no.	Appendix title